

UNFILED

DATE: 08/30/04  
SKY

United States District Court  
District of Massachusetts

Eric R. Bahe, Custodian, CGM Roth  
Conversion IRA,

Plaintiff,

-against-

Franklin/Templeton Distributors,  
Inc., Frank T. Crohn, Burton J.  
Greenwald, Charles Rubens II,  
Leonard Rubin, and William J.  
Lippman,

Defendants,

-and-

Franklin Balance Sheet Investment  
Fund,

Nominal Defendant.

Civil Action No.  
04-11195 MLW

State of New Jersey )  
County of Bergen ) ss.:  
)

William J. Lippman, being duly sworn, deposes and states:

1. I am a defendant in this action and submit this Affidavit  
in support of my Motion to Dismiss.

2. I am a trustee of the Franklin Balance Sheet Investment  
Fund (the "Fund").

3. The Board of Trustees of the Fund regularly meets in Fort Lee, New Jersey, and on occasion has met in other states, but never in the Commonwealth of Massachusetts.

4. In sum, I have never attended a meeting of the Board of Trustees of the Fund, or of any committee of the Board, in the Commonwealth of Massachusetts. I have never performed services for the Fund, at any time, in the Commonwealth of Massachusetts. None of the actions of the Board with respect to the Fund's Plan under SEC Investment Company Act Rule 12b-1 took place in Massachusetts.

5. I have had no contact with any person in the Commonwealth of Massachusetts regarding the matters at issue in this lawsuit.

William J. Lippman  
William J. Lippman

Subscribed and sworn to before me  
this 19<sup>th</sup> day of August, 2004.

Margaret McLee

Notary Public

**MARGARET MCGEE**  
**NOTARY PUBLIC OF NEW JERSEY**  
**MY COMMISSION EXPIRES AUG. 12, 2006**